

**POLARIS CONSULTING & SERVICES LIMITED**

(Formerly known as Polaris Financial Technology Limited)

CIN: L65993TN1993PLC024142

Registered Office: No.244, Anna Salai, Chennai-600 006

Tel No.:91-44-3987 4000 Fax: 91-44-2852 3280 Email id: shareholder.query@polarisft.com, Website: www.polarisft.com

POSTAL BALLOT FORM

Serial No. :

1.Name and Registered Address of the sole / first :
Joint shareholder

2. Name(s) of the Joint Holder(s) if any :

3.Registered Folio No/DP ID No./Client ID No.* :
(*applicable to shareholders holding shares in dematerialized Form)

4. Number of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for Resolutions stated in the Postal Ballot Notice of the Company dated 6th November 2015, by sending my/our Assent (For) or Dissent (Against) to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Description	I/We assent to the resolution (Vote in favour)	I/We dissent to the resolution (Vote Against)
1.	To amend the Associate Stock Option Plan 2003 ("ASOP 2003") – to incorporate a new clause regarding "Control" under Clause 2 "Definition" and an additional clause regarding "Vesting" under Clause 7 pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.		
2.	To amend the Associate Stock Option Plan 2004 ("ASOP 2004") – to incorporate a new clause regarding "Control" under Clause 2 "Definition" and an additional clause regarding "Vesting" under Clause 7 pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.		
3.	To amend the Associate Stock Option Plan 2011 ("ASOP 2011") – to incorporate a new clause regarding "Control" under Clause 2 "Definition" and an additional clause regarding "Vesting" under Clause 8 pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.		
4.	To amend the Associate Stock Option Plan 2015 ("ASOP 2015") – to incorporate a new clause regarding "Control" under Clause 2 "Definition" and an additional clause regarding "Vesting" under Clause 7 pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.		

Place :

Date :

Signature of the Sole / First Joint Holder

-----X-----X-----X-----

EVENT (E-voting Event Number)	User Id	Password/PIN

Note: Members are requested to read carefully the instructions printed overleaf before exercising the vote.

IMPORTANT INSTRUCTIONS

1. The voting rights for the Equity Shares are one vote per Equity Share, registered in the name of the Shareholders/Beneficial Owners.
2. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. Voting period commences on **30th November 2015 at 9:00 AM** (start date) and ends on **29th December 2015 at 5:00 PM** (end date).
4. The result of the voting on the Resolutions will be declared at the Registered Office of the Company at Polaris House, 244, Anna Salai, Chennai – 600006, India, on **31st December 2015 at 3 PM** onwards.
5. Kindly note that the Members can opt only one mode of voting, i.e., either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-Voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
6. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot Notice by e-mail and who wish to vote through Ballot Form can obtain the Ballot Form from Registrar and Share Transfer Agent (R & T Agent), Karvy Computershare Pvt. Limited, Karvy Selenyum Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032 or from the Company at its Registered Office and fill in the details and send the same to the Scrutinizer by Post at the address given at above.

Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to: Company Secretary & Compliance Officer, - Polaris House, 244, Anna Salai, Chennai – 600006. Phone: 044-3987 4000 Extn: 5744 email: christina.beulah@polarisft.com.

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

- a) A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- b) The Self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.
- c) The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/ Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
- d) Duly completed Postal Ballot Form should reach the Scrutinizer not later than **5 pm on 29th December 2015**. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
- e) In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
- f) Shareholders are requested not to send any paper (other than the resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self- addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- g) There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
- h) A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website (www.polarisft.com) and the same duly completed should reach the Scrutinizer not later than the last date for voting mentioned above.
- i) The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
- j) Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MODE

The instructions for Members for e-voting are as under:

Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.

- a. Enter the login credentials (i.e. user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your

User – ID	User-ID For members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Even followed by Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot form/ via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e. please enter the alphabets and the numbers in the exact way as they are displayed for security reasons

- b. Please contact our toll free No. 1-800-34-54-001 for any further clarifications.
- c. Members can cast their vote online from 30th November 2015 @ 9.00 AM to 29th December 2015 @ 5.00 P.M.
- d. After entering these details appropriately, click on "LOGIN".
- e. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. Change the password with new password of your choice with minimum 8 characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for Resolution(s) of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile, email id etc. on 1st login. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (i) You need to login again with the new credentials
 - (ii) Select "EVENT" i.e Polaris Consulting & Services Limited.
 - (iii) Now you are ready for e-voting as Cast Vote page opens
 - (iv) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (v) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (vi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- f. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN'.
- g. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail seshwar@eshwars.com with a copy marked To evoting@karvy.com. The file scanned image of the Board Resolution/Authority letter etc. should be in the naming format "Corporate Name - Event Number". In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of www.evoting@karvy.com or contact Karvy at the following Telephone No: 04067162222.
- h. If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any Company, then your existing login id and password are to be used. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).